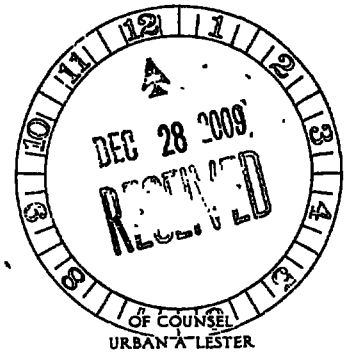


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December 23, 2009

RECORDATION NO. 28/20 FILED  
DEC 23 '09 -10 30 AM  
SURFACE TRANSPORTATION BOARD

Chief  
Section of Administration/  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W  
Washington, D.C. 20423

Contract C-8203

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor. American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Lessee: Omya, Incorporated  
39 Main Street  
Proctor, VT 05765

Section Chief  
December 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

25 railcars within the series ACFX 051077 - ACFX 059940 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 23 '09 -10 3 0 AM

**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

ACF Industries LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract C-8203, dated as of 7/22/04 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks ACFX.

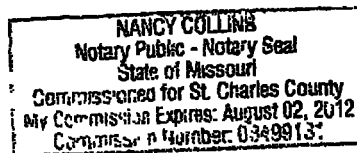
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

**Omya, Inc.**

Contract C-8203 rider 0

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
25	Hopper	ACFX	051077
	Hopper	ACFX	051315
	Hopper	ACFX	051316
	Hopper	ACFX	051335
	Hopper	ACFX	051337
	Hopper	ACFX	051338
	Hopper	ACFX	051501
	Hopper	ACFX	051503
	Hopper	ACFX	051518
	Hopper	ACFX	051559
	Hopper	ACFX	051560
	Hopper	ACFX	051561
	Hopper	ACFX	051562
	Hopper	ACFX	051564
	Hopper	ACFX	051566
	Hopper	ACFX	051596
	Hopper	ACFX	051761
	Hopper	ACFX	051964
	Hopper	ACFX	059646
	Hopper	ACFX	059648
	Hopper	ACFX	059651
	Hopper	ACFX	059652
	Hopper	ACFX	059654
	Hopper	ACFX	059815
	Hopper	ACFX	059940

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/23/09



\_\_\_\_\_  
Robert W Alvord